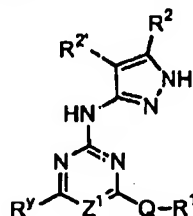


Applicants: David Bebbington, et al.
 Application No.: 10/775,699

IN THE CLAIMS:

Please replace all prior versions and listings of claims with the currently amended claims as follows.

Claim 1. (Currently amended) A compound of formula II:



II

or a pharmaceutically acceptable salt thereof, wherein:

Z¹ is CR⁸;

R^Y is Z-R³ or an optionally substituted group selected from C₁₋₆ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms, or R^Y and R⁸ are taken together to form a fused, optionally substituted 5-7 membered, ~~unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur~~ benzo ring;

Q is selected from -N(R⁴)-, -O-, -S-, or $\left[\text{CH}(\text{R}^6) \right]_A$;

R¹ is T-(Ring D);

Ring D is a 6-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein each substitutable ring carbon of Ring D is independently substituted by oxo, T-R⁵, or V-Z-R⁵, and each substitutable ring nitrogen of Ring D is independently substituted by -R⁴;

T is a valence bond or a C₁₋₄ alkylidene chain, wherein when Q is -CH(R⁶)-, a methylene unit of said C₁₋₄ alkylidene chain is optionally replaced by -O-, -S-, -N(R⁴)-, -CO-, -CONH-, -NHCO-, -SO₂-, -SO₂NH-, -NHSO₂-, -CO₂-, -OC(O)-, -OC(O)NH-, or -NHCO₂-;

Z is a C₁₋₄ alkylidene chain;

R² and R^{2'} are independently selected from -R, -T-W-R⁶, or R² and R^{2'} are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable ring carbon of said fused ring formed by R² and R^{2'} is

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